



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 9911-W, X FILED 1425
NOV 22 1994 - 8 45 AM
INTERSTATE COMMERCE COMMISSION

November 10, 1994

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series P-2)
Recordation No. 9911

Dear Ms. Lee:

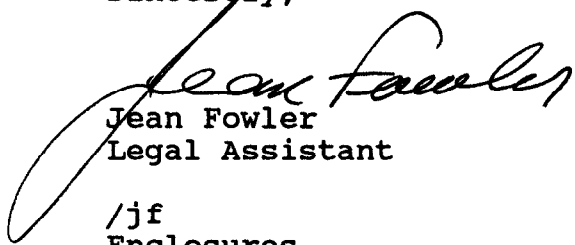
Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jf
Enclosures

UTC4066



A MEMBER OF THE MARMON GROUP OF COMPANIES

NOV 22 1994 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO,
as Trustee under Equipment Trust Agreement
Dated as of December 1, 1978
(Series P-2)

to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 1, 1978, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1994.

THE FIRST NATIONAL BANK OF CHICAGO

By: Jamie A. Dourne

(CORPORATE SEAL)

Attest:

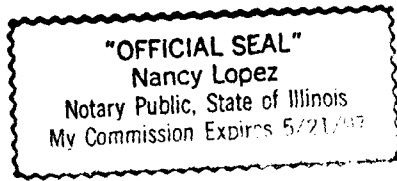
J. M. [Signature]
Its

Trust Officer

UTC2044

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31st day of October, 1994, before me, a Notary Public in and for said State and County, personally appeared JANICE OTT ROTUNDO and T. Marshall, to me personally known, who being by me duly sworn did say that ~~they are~~ Trust Officer respectively, Assistant Vice President and of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



Nancy Lopez
Notary Public

(SEAL)

UTC2044

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

08/01/94

CERTIFICATE TRUST SERIES: P002

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|--|
| ----- | ----- | ----- | ----- |
| 30 | BULK | 70 | BCIT818521,BCIT818526,BCIT818529,BCIT818532, BCIT818557-BCIT818559,BCIT818564-BCIT818565, BCIT818583,BCIT818600,BCIT818602,BCIT818604, BCIT818610,BCIT818618,BCIT818621,BCIT818626, BCIT818633-BCIT818634,BCIT818644,BCIT818650, BCIT818652,BCIT818659,BCIT818662,BCIT818667, BCIT818669,BCIT818671,BCIT818681,BCIT818683, BCIT818705 |
| 1 | TM | 20,000 | UTLX48443 |
| 1 | TM | 20,474 | UTLX57840 |
| 5 | TMI | 6,500 | UTLX70127,UTLX70131,UTLX70135,UTLX70137, UTLX70144 |
| ----- | | | |
| 37 | TOTAL | | |